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# SPECIAL RESOLUTION

(Pursuant to s.379A of the Companies Act 1985 as amended)

of

**HERMES LIMITED**  
("the Company")

RESOLVED pursuant to clause 53 of Table A, which clause is embodied in the Company's Articles of Association:

1. That the Company having been dormant since its incorporation and no accounts having been laid before it in general meeting or auditors appointed pursuant to the Elective Resolutions passed on 25th October 1995, resolves pursuant to Section 250(1) of the Companies Act 1985 to make itself exempt from the provisions of Part VII of the Companies Act 1985 (as amended) relating to the audit of accounts with the effect that the Company also becomes exempt, pursuant to Section 388A of the Companies Act 1985 from the obligation to appoint auditors as required by Section 384 of the Companies Act 1985.

DATED this 22<sup>nd</sup> day of May 1996

.....  
Signed by JOHANNES BURGESS  
for and on behalf of  
HERMES PHARMAZEUTISCHER PRAPARATE  
FRANZ GRADINGER GmbH & CO

